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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	Jointly Administered
	:	

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**DECLARATION OF MATTHEW A. SCHWARTZ  
IN SUPPORT OF THE MOTION OF GIANTS STADIUM LLC FOR  
AUTHORIZATION TO ISSUE THIRD-PARTY DEPOSITION SUBPOENAS  
UNDER FEDERAL RULES OF BANKRUPTCY PROCEDURE 2004 AND 9016**

MATTHEW A. SCHWARTZ hereby declares:

1. I am a member of the Bar of this Court and a partner of Sullivan & Cromwell LLP, attorneys for Giants Stadium LLC (“Giants Stadium”). I submit this declaration to provide the Court with materials cited in Giants Stadium’s Motion for Authorization to Issue Third-Party Deposition Subpoenas Under Federal Rules of Bankruptcy Procedure 2004 and 9016 (“Motion”), which are self-authenticating documents or are otherwise not in controversy, and to provide further background on the Motion.

2. Attached hereto as Exhibit A is a true and correct copy of the Discovery Protocol Agreement (“Protocol”) executed on April 1, 2013, among Giants Stadium, Lehman Brothers Special Finance (“LBSF”), and Lehman Brothers Holdings, Inc. (“LBHI”; together with “LBSF,” “Debtors”). The parties amended the Protocol to extend the deadlines therein on three occasions. Most recently, on or about July 12, 2013, the parties agreed by email to a 30-day extension that set the deadline for identifying deponents as August 13, 2013, and, on August 21, 2013, the parties agreed by phone to extend the deadline for serving notices and subpoenas on third parties, or seeking Court permission to do so, to September 4, 2013. On August 23, 2013, the parties agreed to the following briefing schedule for this Motion: (a) Giants Stadium will serve this Motion on or before August 30, 2013, (b) Debtors will serve their opposition on or before September 26, 2013, and (c) Giants Stadium would serve its reply on or before October 16, 2013.

3. Attached hereto as Exhibit B is a true and correct copy of excerpts of the transcript of the hearing before the Honorable James M. Peck on November 14, 2012.

4. Attached hereto as Exhibit C is a true and correct copy of a letter sent from Bruce E. Clark to Richard W. Slack, dated August 13, 2013.

5. Attached hereto as Exhibit D is a true and correct copy of a letter sent from Richard W. Slack to Bruce E. Clark, dated August 14, 2013.

6. Attached hereto as Exhibit E is a true and correct copy of a letter sent from Lauren Hoelzer Helenek to Bruce E. Clark, dated August 15, 2013.

Executed on this 28th day of August, 2013, in New York, New York.

I declare under penalty of perjury that the foregoing is true and correct.

/s/  
Matthew A. Schwartz